

**FORM A**

**STATEMENT REGARDING THE ACQUISITION OF CONTROL  
OF OR MERGER WITH A DOMESTIC INSURER**

**Filed with the Office of the Commissioner of Insurance  
State of Wisconsin**

**MUTUAL INSURERS HOLDING COMPANY**

**AND**

**MILWAUKEE INSURANCE COMPANY  
(As the successor of Milwaukee Mutual Insurance Company)**

**by**

**FIRST NONPROFIT MUTUAL HOLDING COMPANY  
(Applicant)**

**Dated: September 21, 2001**

**This Statement is filed by Milwaukee Mutual Insurance Company, on behalf of the  
Applicant, as the domestic insurer being acquired.**

**Name, Title, Address and Telephone Number of Individuals to Whom Notices and  
Correspondence Concerning this Statement Should Be Addressed:**

**Daniel R. Doucette  
President and Chief Executive Officer  
Milwaukee Mutual Insurance Company  
250 North Sunny Slope Road, #250  
Brookfield, WI 53005  
(262) 938-0046**

**Joseph C. Branch  
Foley & Lardner  
777 E. Wisconsin Avenue  
Milwaukee, WI 53202-5367  
(414) 297-5841**

**Philip R. Warth  
President and Chief Executive Officer  
First Nonprofit Mutual Insurance Company  
111 N. Canal Street, Suite 801  
Chicago, IL 60606  
(312) 627-7710**

**Richard Hemmings  
Lord, Bissell & Brook  
115 S. LaSalle Street, #2700  
Chicago, IL 60603  
(312) 443-0321**

ITEM 1. INSURER AND METHOD OF ACQUISITION

This Statement relates to the proposed merger (the “MHC Merger”) of Mutual Insurers Holding Company, a mutual insurance holding company in formation under the laws of the State of Wisconsin (“Mutual Insurers MHC”) with and into First Nonprofit Mutual Holding Company, a mutual insurance holding company to be formed under the laws of the State of Illinois (“First Nonprofit MHC”).

On May 17, 2001, Milwaukee Mutual Insurance Company, an insurance company domiciled in the State of Wisconsin (“Milwaukee Mutual”), adopted a Mutual Holding Company Plan which provides for the formation of Mutual Insurers MHC (the “Milwaukee Mutual Plan of Conversion”). Pursuant to the Milwaukee Mutual Plan of Conversion, upon the effective date of the Plan, Milwaukee Mutual would be converted into a stock insurer to be called Milwaukee Insurance Company, which would be a wholly-owned subsidiary of Mutual Insurers MHC. The Milwaukee Mutual Plan of Conversion is subject, among other things, to approval by the Wisconsin Commissioner of Insurance (the “Commissioner”) and eligible members of Milwaukee Mutual pursuant to Section 644.07 of the Wisconsin Insurance Code. The Milwaukee Mutual Plan of Conversion and related documents were filed with the Wisconsin Office of the Commissioner of Insurance on June 25, 2001.

Milwaukee Mutual’s office is located at 250 North Sunny Slope Road, Suite 250, Brookfield, Wisconsin 53005. Milwaukee Mutual’s federal identification number is 39-0475300, and its NAIC Company Code number is 14591. The organizational structure of Mutual Insurers MHC and Milwaukee Insurance Company immediately after the Milwaukee Mutual Plan of Conversion becomes effective is shown on the chart attached hereto as Exhibit “A” and incorporated herein by this reference. As a mutual insurance holding company, no persons other than its members would collectively control Mutual Insurers MHC.

On May 16, 2001, First Nonprofit Mutual Insurance Company, an insurance company domiciled in the State of Illinois (“FNP Mutual”), adopted a Plan of Conversion which provides for the formation of First Nonprofit MHC (the “First Nonprofit Plan of Conversion”). Pursuant to the First Nonprofit Plan of Conversion, upon the effective date of the Plan, FNP Mutual would be converted into a stock insurance company to be called First Nonprofit Insurance Company, which would be a wholly-owned subsidiary of First Nonprofit MHC. The First Nonprofit Plan of Conversion is subject, among other things, to approval by the Illinois Director of Insurance and eligible members of FNP Mutual pursuant to Section 59.2 of the Illinois Insurance Code. The First Nonprofit Plan of Conversion was filed with the Illinois Department of Insurance on May 21, 2001. The First Nonprofit Plan of Conversion, as amended by the Board of Directors of First Nonprofit Mutual Insurance Company, is attached hereto as Exhibit “B” and incorporated herein by this reference. FNP Mutual’s office is located at 111 North Canal Street, Suite 801, Chicago, Illinois 60606. FNP Mutual’s federal identification number is 36-3877576, and its NAIC Company Code number is 10859. The organizational structure of First Nonprofit MHC, First Nonprofit Insurance Company and its subsidiaries immediately after the First Nonprofit Plan of Conversion becomes effective is shown on the chart attached hereto as Exhibit “C” and incorporated herein by this reference. As a mutual insurance holding company, no persons other than its members would collectively control First Nonprofit MHC.

The Milwaukee Mutual Plan of Conversion and the First Nonprofit Plan of Conversion have been undertaken in contemplation of the proposed MHC Merger. The parties have negotiated the terms of the MHC Merger as currently set forth in the form of the Agreement and Plan of Merger attached hereto as Exhibit “D” and incorporated herein by this reference (the “MHC Merger Agreement”). First Nonprofit MHC and Mutual Insurers MHC would enter into the MHC Merger Agreement upon consummation of the Milwaukee Mutual Plan of Conversion

and the First Nonprofit Plan of Conversion. Pursuant to the MHC Merger Agreement, Mutual Insurers MHC would be merged with and into First Nonprofit MHC subject, among other things, to (a) approval by the directors of both First Nonprofit MHC and Mutual Insurers MHC and (b) prior notice to and the approval by (1) the Commissioner pursuant to Sections 611.73 and 617.21 of the Wisconsin Insurance Code and Section 40.02 of the Wisconsin Insurance Regulations and (2) the Illinois Director of Insurance pursuant to Section 162 of the Illinois Insurance Code.

Pursuant to the MHC Merger, the surviving corporation would be First Nonprofit MHC (sometimes referred to hereinafter as the “Surviving MHC”). Upon completion of the MHC Merger, Mutual Insurers MHC would cease to exist. The name of the Surviving MHC would be changed to “Mutual Insurers Holding Company.” Also upon completion of the MHC Merger, the Articles of Incorporation and Bylaws of First Nonprofit MHC, as amended pursuant to the MHC Merger Agreement, would be the Articles of Incorporation and Bylaws of the Surviving MHC. From and after the MHC Merger, pursuant to the terms and conditions of the MHC Merger Agreement and in accordance with all applicable provisions of the Wisconsin Insurance Code and the Illinois Insurance Code, by virtue of the MHC Merger and without any action on the part of the members of Mutual Insurers MHC, each membership interest of Mutual Insurers MHC would be converted into and become a membership interest in the Surviving MHC. The MHC Merger would not affect the membership interests of any member of First Nonprofit MHC other than through the addition of the members of Mutual Insurers MHC to the membership of the Surviving MHC.

As a result of the MHC Merger, Mutual Insurers MHC’s wholly-owned subsidiary, Milwaukee Insurance Company (successor to Milwaukee Mutual), would become a wholly-owned subsidiary of the Surviving MHC. Thus, First Nonprofit MHC (as the Surviving MHC)

would acquire control of Milwaukee Insurance Company within the meaning of the Wisconsin Insurance Code and Regulations. The Surviving MHC would also own all of the outstanding stock of First Nonprofit Insurance Company. However, the initial Board of Directors of the Surviving MHC would consist of nine (9) to thirteen (13) members, two (2) of which will be selected by First Nonprofit MHC and the remainder of which will be selected by Mutual Insurers MHC. In addition, the change of First Nonprofit MHC's name to "Mutual Insurers Holding Company" will lend the look and feel of Mutual Insurers MHC being the surviving entity. The organizational structure of the Surviving MHC, Milwaukee Insurance Company and First Nonprofit Insurance Company and its subsidiaries immediately following the completion of the MHC Merger is shown on the chart attached hereto as Exhibit "E" and incorporated herein by this reference.

For the reasons set forth in this Statement, Milwaukee Mutual and the Applicant believe and respectfully submit that the MHC Merger will not violate the law or be contrary to the interests of the insureds of Milwaukee Insurance Company (or its predecessor, Milwaukee Mutual) and otherwise meets the applicable standards of approval set forth under Sections 611.73 and 617.21 of the Wisconsin Insurance Code and Section 40.02 of the Wisconsin Insurance Regulations. Accordingly, by the filing of this Statement, Milwaukee Mutual, on behalf of the Applicant, respectfully requests that the Commissioner approve the MHC Merger pursuant to Sections 611.73 and 617.21 of the Wisconsin Insurance Code and Section 40.02 of the Wisconsin Insurance Regulations.

ITEM 2.      IDENTITY AND BACKGROUND OF THE APPLICANT

(a)      This Statement is filed by Milwaukee Mutual pursuant to Wis. Stat. § 617.21(3t) on behalf of First Nonprofit MHC, a mutual insurance holding company to be formed under the laws of the State of Illinois pursuant to the First Nonprofit Plan of Conversion and Section 59.2

of the Illinois Insurance Code. The principal office of FNP Mutual is located and the principal office of First Nonprofit MHC would be located at 111 North Canal Street, Suite 801, Chicago, Illinois 60606.

(b) The nature of First Nonprofit MHC's business operations and the business intended to be done by the Surviving MHC and its subsidiaries in the future are as follows:

First Nonprofit MHC is being formed in the State of Illinois pursuant to the First Nonprofit Plan of Conversion for the purpose of engaging in any lawful business authorized for mutual insurance holding companies pursuant to Section 59.2 of the Illinois Insurance Code and, in particular, for the purpose of merging with Mutual Insurers MHC and holding, directly or indirectly, not less than a majority of the shares of the voting stock of both First Nonprofit Insurance Company and, after completion of the MHC Merger, Milwaukee Insurance Company.

FNP Mutual will be converted into First Nonprofit Insurance Company, a stock insurance company, pursuant to the First Nonprofit Plan of Conversion. FNP Mutual, a property and casualty mutual insurance company organized in the State of Illinois, is the leading insurer of nonprofit organizations in Illinois. FNP Mutual provides three principal products: commercial package policies (combining insurance for both property and liability exposure arising out of the property), workers' compensation and commercial automobile, exclusively to the nonprofit sector. FNP Mutual's current A.M. Best rating is B++ (Very Good). A description of FNP Mutual and its operations is contained in the 2001 Best's Insurance Report on FNP Mutual, a copy of which is attached hereto as Exhibit "F" and incorporated herein by this reference. It is intended that, after consummation of the First Nonprofit Plan of Conversion, First Nonprofit Insurance Company will conduct the business currently conducted by FNP Mutual.

Prior to December 31, 1997, the business currently being conducted by FNP Mutual was conducted by First Nonprofit Insurance Company, A Reciprocal, a reciprocal insurance company

organized in the State of Illinois (“FNP Reciprocal”). On December 31, 1997, FNP Reciprocal was merged into FNP Mutual, a related entity that had been organized as a trust in 1993 and converted into a mutual insurance company on November 20, 1997.

Attached hereto as Exhibit “G” and incorporated herein by this reference are the audited statutory financial statement of FNP Reciprocal for the year ended December 31, 1996, the audited statutory financial statements of FNP Mutual for the years ended December 31, 1997, 1998, 1999 and 2000 and the quarterly statutory financial statement of FNP Mutual for the calendar quarter ended June 30, 2001, all as filed with the Illinois Insurance Department.

(c) The organization of First Nonprofit MHC will not be completed until consummation of the First Nonprofit Plan of Conversion. The organizational structure of First Nonprofit MHC and its subsidiaries immediately after the First Nonprofit Plan of Conversion becomes effective and before the completion of the MHC Merger is set forth in Exhibit “C” hereto. The chart set forth in Exhibit “C” indicates the percentage of ownership interests of each person that would be owned or controlled by First Nonprofit MHC. Unless otherwise indicated, control of all such persons is maintained by the ownership or control of voting securities. There are, to the best knowledge of Milwaukee Mutual and the Applicant, no administrative or court proceedings looking toward a reorganization or liquidation of any such person.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT

The current directors of FNP Mutual, who are expected to serve as directors of First Nonprofit MHC upon completion of its organization and prior to its merger with Mutual Insurers MHC, are:

Robert Klaus  
Delbert W. Arsenault  
Michael Tarnoff  
Harry Tankus  
David P. Bolger

James W. Croft  
Ronald Dukes  
Gordon Johnson  
Richard M. King  
Trinita Logue  
Phillip A. Merriman  
Christopher W. Nugent  
Barbara Stankus  
Philip R. Warth, Jr.  
Dr. Thomas Zarle

The following executive officers of FNP Mutual are expected to serve in the same capacities as executive officers of First Nonprofit MHC upon completion of its organization and prior to its merger with Mutual Insurers MHC:

<u>NAME</u>	<u>TITLE</u>
Philip R. Warth, Jr.	President and Chief Executive Officer
Ronald R. Boggs	Senior Vice President and Chief Operating Officer
Richard J. Dacey	Vice President, Chief Financial Officer, Secretary and Treasurer

The biographical affidavits of each of the above-listed directors and officers of FNP Mutual are attached as Exhibit "H" hereto and incorporated herein by this reference.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) Pursuant to the terms and conditions of the MHC Merger Agreement attached as Exhibit "D" hereto, First Nonprofit MHC and Mutual Insurers MHC will agree to combine through a statutory merger. Other than as discussed below, each party to the MHC Merger will bear its own expenses incident to the MHC Merger, and no consideration is being paid in connection with the MHC Merger.

Upon closing of the MHC Merger Agreement, Milwaukee Insurance Company will loan First Nonprofit Insurance Company \$2 million, as evidenced by a surplus note to be executed by First Nonprofit Insurance Company, in the principal amount of \$2.5 million due and payable in

full on the fourth anniversary of the date of the MHC Merger Agreement (the “Surplus Note”). The cash proceeds received by First Nonprofit Insurance Company will be used to fund First Nonprofit MHC’s statutory surplus and deposit requirements and expenses of the MHC Merger. The Surplus Note will be cancelled on the first anniversary date of the closing of the MHC Merger, unless otherwise agreed by the parties.

(b) Since all assets of First Nonprofit MHC and Mutual Insurers MHC would be combined pursuant to the MHC Merger, and members of Mutual Insurers MHC would become members of First Nonprofit MHC pursuant to the terms and conditions of the MHC Merger Agreement, with rights equivalent to those of other members of First Nonprofit MHC, no merger consideration is considered necessary or appropriate.

#### ITEM 5.      APPLICANT’S FUTURE PLANS FOR THE INSURER

The Applicant intends that Milwaukee Insurance Company will be operated following the MHC Merger substantially as Milwaukee Mutual operates at present. Except as otherwise described in this Statement, the Applicant has no plans or proposals to otherwise merge, liquidate, declare an extraordinary dividend, sell the assets of, or make any material change in the business operations, corporate structure or management of Milwaukee Insurance Company. At the present time, the Applicant plans no major staffing or operational changes in Milwaukee Insurance Company.

##### **A.      80% Quota Share Agreement**

In connection with the proposed MHC Merger, but as a transaction which has been completed independent of the MHC Merger, Milwaukee Mutual has agreed to reinsure on a quota share basis 80% of FNP Mutual’s net retained liability arising from claims incurred (or reported under claims-made policies) after July 1, 2001 under all in-force policies previously written and new policies to be issued by FNP Mutual. The terms and conditions of Milwaukee

Mutual's reinsurance are set forth in the 80% Quota Share Reinsurance Agreement executed by Milwaukee Mutual and FNP Mutual, which is attached as Exhibit "I" hereto and incorporated herein by this reference (the "Quota Share Agreement"). The Quota Share Agreement was approved by the Illinois Director of Insurance effective July 1, 2001.

**B. Replacement of Certain Directors and Officers**

The MHC Merger Agreement provides that the Board of Directors of the Surviving MHC would be composed of nine (9) to thirteen (13) members, two (2) of which would be designated by First Nonprofit MHC (one of whom would be Philip R. Warth, Jr., the current Chief Executive Officer of FNP Mutual) and the remainder of which would be designated by Mutual Insurers MHC.

It is expected that the executive officers of the Surviving MHC will be selected from among the current executive officers of Milwaukee Mutual and FNP Mutual. Biographical affidavits of the current executive officers of FNP Mutual are included in Exhibit "H" hereto. Biographical affidavits of the current executive officers of Milwaukee Mutual have previously been filed with the Wisconsin Office of the Commissioner of Insurance.

The completion of the MHC Merger is not expected to result in any changes to the directors and executive officers of Milwaukee Mutual or Milwaukee Insurance Company.

The MHC Merger Agreement contemplates that First Nonprofit Insurance Company's Board of Directors would be maintained, subject to the control of the Surviving MHC, for a period of five years following the completion of the MHC Merger and may thereafter serve as an advisory board.

**C. Anticipated Beneficial Effects**

It is anticipated that Milwaukee Insurance Company and its policyholders will derive substantial benefits from the MHC Merger. The reinsurance pooling effected by the Quota Share

Agreement will result in additional diversification of risk. The consolidated financial strength of the operating companies will be reflected in the financial strength of the Surviving MHC. All membership interests of policyholders will be transferred to the Surviving MHC. The members of Mutual Insurers MHC (as well as the members of First Nonprofit MHC) will become members of a larger and financially stronger mutual holding company. In addition, the combination of the two mutual insurance holding company structures into one larger structure will enhance the ability of Milwaukee Insurance Company (as well as First Nonprofit Insurance Company) through the Surviving MHC to pursue acquisitions and strategic alliances and to raise capital in the event it becomes advantageous to do so in the future.

**D. Effect of Change of Control on Competition**

The MHC Merger will not substantially lessen competition or tend to create a monopoly in the insurance markets of the State of Wisconsin. FNP Mutual is not authorized to transact insurance in the State of Wisconsin and has not written any direct premiums in the State. First Nonprofit Insurance Company will not be authorized to transact business in the State on the date the MHC Merger becomes effective. Consequently, the combined market share in the State of the insurance companies controlled by the Surviving MHC will not increase as a result of the MHC Merger, and the transactions described in this Statement will not substantially lessen competition or tend to create a monopoly in the State.

**ITEM 6. VOTING SECURITIES TO BE ACQUIRED**

By virtue of the merger of Mutual Insurers MHC with and into First Nonprofit MHC, it is anticipated that the Surviving MHC will own and control, upon completion of the MHC Merger, two million shares of the common stock of Milwaukee Insurance Company, par value \$1.00 per share. The common shares of Milwaukee Insurance Company that will be controlled by the

Surviving MHC as a result of the MHC Merger will constitute all of the issued and outstanding voting securities of Milwaukee Insurance Company.

The terms of the MHC Merger were arrived at through arms' length negotiations between the parties, and these terms are considered fair and equitable by the parties.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

Upon completion of the MHC Merger, the Surviving MHC will own and control all of the outstanding voting securities of Milwaukee Insurance Company. None of First Nonprofit MHC, First Nonprofit Insurance Company and FNP Mutual presently owns or controls, directly or indirectly, any of the voting securities of Milwaukee Insurance Company.

ITEM 8. CONTRACTS, ARRANGEMENTS OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER

The MHC Merger Agreement attached hereto as Exhibit "D", including all exhibits and schedules attached thereto and the documents referred to therein, sets forth the terms and conditions of the proposed agreement between First Nonprofit MHC and Mutual Insurers MHC in relation to the MHC Merger and the resulting transfer of control of the voting securities of Milwaukee Insurance Company. Completion of the MHC Merger is subject to the Commissioner's prior approval pursuant to Sections 611.73 and 617.21 of the Wisconsin Insurance Code. With the exception of the MHC Merger Agreement and the plans and arrangements contemplated thereby, none of First Nonprofit MHC, First Nonprofit Insurance Company, FNP Mutual, their affiliates (as defined in the Wisconsin Insurance Code) and the persons listed in Item 3 above has entered into any contract, arrangement or understanding with any person with respect to any voting securities of Milwaukee Insurance Company.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

During the twelve calendar months preceding the date of this Statement, none of First Nonprofit MHC, First Nonprofit Insurance Company, FNP Mutual, their affiliates (as defined in the Wisconsin Insurance Code) and the persons listed in Item 3 above has acquired shares of the voting securities of Milwaukee Insurance Company.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

None of First Nonprofit MHC, First Nonprofit Insurance Company, FNP Mutual, their affiliates (as defined in the Wisconsin Insurance Code) and the persons listed in Item 3 above, during the twelve months preceding the date of this Statement, has made any recommendation to others to acquire the voting securities of Milwaukee Insurance Company, nor has First Nonprofit MHC, First Nonprofit Insurance Company, FNP Mutual, their affiliates and the persons listed in Item 3 above suggested (at interviews or otherwise) that any person make any such recommendation.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

First Nonprofit MHC intends to acquire control of Milwaukee Insurance Company by means of the MHC Merger as previously described in this Statement. None of First Nonprofit MHC, First Nonprofit Insurance Company, FNP Mutual, their affiliates (as defined in the Wisconsin Insurance Code) and the persons listed in Item 3 above has entered into any agreement, contract or understanding with any broker-dealer as to the solicitation of voting securities of Milwaukee Insurance Company for tender.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

The following exhibits and financial statements are attached to this Statement as an appendix:

Exhibit “A”	<i>Pro Forma</i> Organizational Structure of Mutual Insurers Holding Company and Milwaukee Insurance Company immediately after the Plan of Restructuring of Milwaukee Mutual Insurance Company becomes effective
Exhibit “B”	Plan of Conversion of First Nonprofit Mutual Insurance Company, as amended by the Board of Directors of First Nonprofit Mutual Insurance Company
Exhibit “C”	<i>Pro Forma</i> Organizational Structure of First Nonprofit Mutual Holding Company, First Nonprofit Insurance Company and its subsidiaries immediately after the Plan of Conversion of First Nonprofit Mutual Insurance Company becomes effective
Exhibit “D”	Form of the Agreement and Plan of Merger between First Nonprofit Mutual Holding Company and Mutual Insurers Holding Company
Exhibit “E”	<i>Pro Forma</i> Organizational Structure of First Nonprofit Mutual Holding Company, Milwaukee Insurance Company, First Nonprofit Insurance Company and their subsidiaries immediately after the completion of the proposed merger
Exhibit “F”	2001 Best’s Insurance Report on First Nonprofit Mutual Insurance Company
Exhibit “G”	The following financial statements: (1) Audited statutory financial statement of First Nonprofit Insurance Company, A Reciprocal for the year ended December 31, 1996, as filed with the Illinois Insurance Department. (2) Audited statutory financial statements of First Nonprofit Mutual Insurance Company for the years ended December 31, 1997, 1998, 1999 and 2000, as filed with the Illinois Insurance Department. (3) Quarterly statutory financial statement of First Nonprofit Mutual Insurance Company for the calendar quarter ended June 30, 2001, as filed with the Illinois Insurance Department.
Exhibit “H”	Biographical Affidavits of Persons to Serve as Directors

and Principal Executive Officers of First Nonprofit Mutual Holding Company prior to its merger with Mutual Insurers Holding Company

Exhibit "P"

80% Quota Share Reinsurance Agreement between First Nonprofit Mutual Insurance Company and Milwaukee Mutual Insurance Company

ITEM 13. SIGNATURE AND CERTIFICATION

SIGNATURE

Pursuant to the requirements of ch. Ins. 40, Wis. Adm. Code, Milwaukee Mutual Insurance Company has caused this application to be duly signed on behalf of First Nonprofit Mutual Holding Company (in formation) in the City of Brookfield and State of Wisconsin on the \_\_\_\_ day of September, 2001.

[SEAL]

MILWAUKEE MUTUAL INSURANCE COMPANY,  
on behalf of FIRST NONPROFIT MUTUAL  
HOLDING COMPANY

By: \_\_\_\_\_  
Daniel R. Doucette  
President and Chief Executive Officer

ATTEST: \_\_\_\_\_  
Joseph C. Branch, Secretary

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated September \_\_\_\_, 2001, for and on behalf of Milwaukee Mutual Insurance Company, acting on behalf of the Applicant, First Nonprofit Mutual Holding Company (in formation); that he is the President and Chief Executive Officer of Milwaukee Mutual Insurance Company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

\_\_\_\_\_  
Daniel R. Doucette

Subscribed and sworn to this  
\_\_\_\_\_ day of September, 2001.

\_\_\_\_\_  
Notary Public

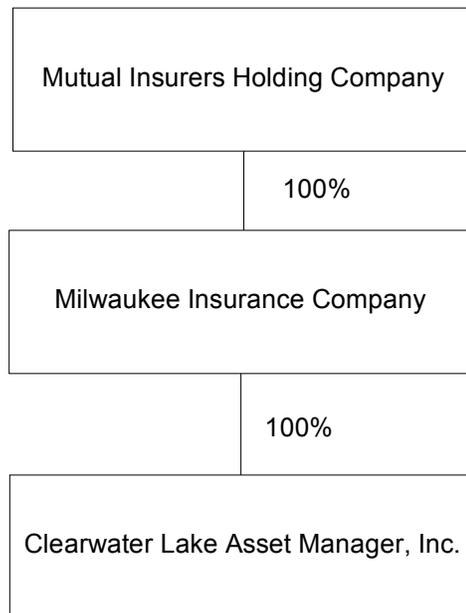
**First Nonprofit Mutual Holding Company**

**Form A Statement**

**Regarding Merger with Mutual Insurers Holding Company**

**EXHIBIT "A"**

*Pro Forma* Organizational Structure of Mutual Insurers Holding Company and Milwaukee Insurance Company immediately after the Plan of Restructuring of Milwaukee Mutual Insurance Company becomes effective



**First Nonprofit Mutual Holding Company**

**Form A Statement**

**Regarding Merger with Mutual Insurers Holding Company**

**EXHIBIT “B”**

Plan of Conversion of First Nonprofit Mutual Insurance Company,  
as amended by the Board of Directors of First Nonprofit Mutual  
Insurance Company

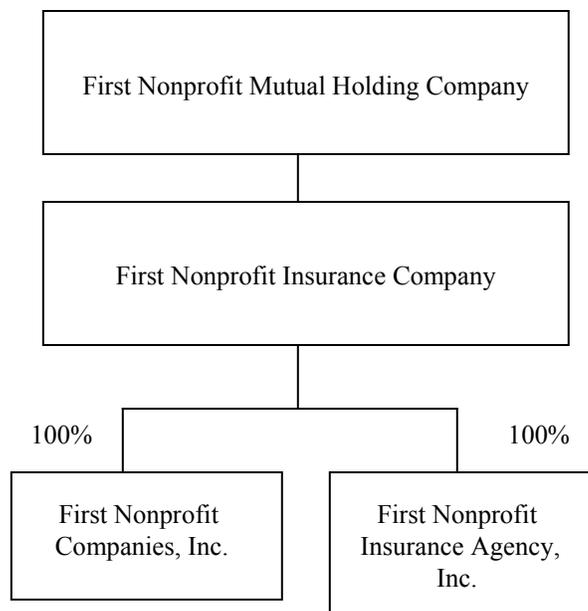
# First Nonprofit Mutual Holding Company

## Form A Statement

### Regarding Merger with Mutual Insurers Holding Company

#### EXHIBIT "C"

Pro Forma Organizational Structure of First Nonprofit Mutual Holding Company, First Nonprofit Insurance Company and its subsidiaries immediately after the Plan of Conversion of First Nonprofit Mutual Insurance Company becomes effective



**First Nonprofit Mutual Holding Company**

**Form A Statement**

**Regarding Merger with Mutual Insurers Holding Company**

**EXHIBIT “D”**

Form of the Agreement and Plan of Merger between First  
Nonprofit Mutual Holding Company and Mutual Insurers Holding  
Company

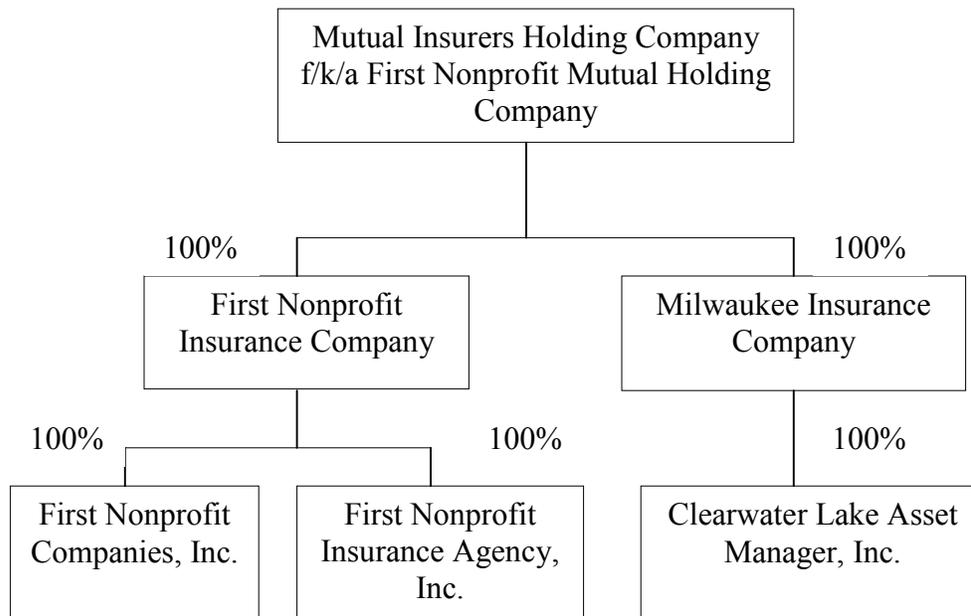
# First Nonprofit Mutual Holding Company

## Form A Statement

### Regarding Merger with Mutual Insurers Holding Company

#### EXHIBIT "E"

Pro Forma Organizational Structure of First Nonprofit Mutual Holding Company, Milwaukee Insurance Company, First Nonprofit Insurance Company and their subsidiaries immediately after the completion of the proposed merger



**First Nonprofit Mutual Holding Company**

**Form A Statement**

**Regarding Merger with Mutual Insurers Holding Company**

**EXHIBIT “F”**

2001 Best’s Insurance Report on First Nonprofit Mutual Insurance Company

**First Nonprofit Mutual Holding Company**

**Form A Statement**

**Regarding Merger with Mutual Insurers Holding Company**

**EXHIBIT "G"**

The following financial statements:

- (1) Audited statutory financial statement of First Nonprofit Insurance Company, A Reciprocal for the year ended December 31, 1996, as filed with the Illinois Insurance Department.
- (2) Audited statutory financial statements of First Nonprofit Mutual Insurance Company for the years ended December 31, 1997, 1998, 1999 and 2000, as filed with the Illinois Insurance Department.
- (3) Quarterly statutory financial statement of First Nonprofit Mutual Insurance Company for the calendar quarter ended June 30, 2001, as filed with the Illinois Insurance Department.

**[originals separately bound and attached]**

**First Nonprofit Mutual Holding Company**

**Form A Statement**

**Regarding Merger with Mutual Insurers Holding Company**

**EXHIBIT “H”**

Biographical Affidavits of Persons to Serve as Directors and Principal Executive Officers of First Nonprofit Mutual Holding Company prior to its merger with Mutual Insurers Holding Company

**First Nonprofit Mutual Holding Company**

**Form A Statement**

**Regarding Merger with Mutual Insurers Holding Company**

**EXHIBIT "I"**

80% Quota Share Reinsurance Agreement between First Nonprofit Mutual Insurance Company and Milwaukee Mutual Insurance Company